

BY-LAWS OF THE ST. CLAIR COUNTY AGRICULTURAL SOCIETY

As Amended 4/2014

ARTICLE 1 - PURPOSE

The purpose of the incorporation of the St. Clair County Agricultural Society, hereafter referred to as The Society, is to conduct the St. Clair County 4-H and Youth Agricultural Fair, hereafter referred to as The Fair, and further the business of agriculture in St. Clair County.

ARTICLE 11 - MEMBERSHIP

Section 1: Any person who is at least 18 years of age, upon paying for a weekly admission pass for The Fair shall become a member of The Society for a period of one (1) year, with the year of membership to commence on August 1 of the year for which the purchaser bought the weekly pass to The Fair and continuing until July 31 of the following year. At the time when the individual purchases a weekly pass to The Fair, he/she must complete the pre-approved membership form in order that The Society may maintain records of the name, address, date of birth and e-mail address (if available) of the new member.

Section 2: A person who is at least 18 years of age may become a member of The Society by paying a membership fee of \$25 annually. The purchaser of a membership must complete a preapproved form, which will be posted on the Society website in a form that can be downloaded and printed. The pre-approved form shall require that the purchaser of the membership provide their name, address and date of birth. The pre-approved form will also have a line for an e-mail address, if available. The pre-approved form and the membership fee must be submitted together to the Board office, either in person or by sending the application and membership fee to the Board office by U.S. Mail. The membership shall begin on the day that the membership fee and pre-approved form are received at the Board office and shall continue for one year. In order to vote at the annual meeting in November, the membership must be purchased at least 30 days prior to the annual meeting.

Section 3: The Fair project superintendents, 4-H Council members and Board of Directors of The Society are deemed to be members of The Society without complying with Article II, Section 1 or 2 because of their voluntary contributions of time and talents toward The Society's purpose as stated in Article I.

Section 4: The Board of Directors of The Society may bestow the privilege of Honorary Life Membership in The Society upon individuals it deems deserving. This honor will exempt the individual from complying with Article II, Section 1 or 2 to obtain membership into The Society.

Section 5: The following shall be ex-officio, non-voting members of The Society: St. Clair County Cooperative Extension Service's Director and the St. Clair County Cooperative Extension Service's 4-H Representative.

Section 6: Only individuals are eligible for membership in The Society under any section of Article II.

Section 7: Regardless of how many sections of Article II an individual qualifies for membership in The Society, an individual is entitled to only one (1) membership vote.

ARTICLE 111 - MEETING OF THE SOCIETY

Section 1: The annual meeting of The Society shall be held on the second Monday of November in the Community Building of the St. Clair County Park, Goodells, Michigan.

Section 2: Any matter related to the integrity, continuity and effectiveness of The Society may be placed on the agenda of any meeting of The Society. At the annual meeting of The Society, it is required that the members of The Society elect members to the Board of Directors as provided in Article IV and that they act on any proposed changes in By-Laws as provided in Article IX, Section 1. Between meetings of The Society, the business of The Society shall be conducted by the Board of Directors.

Section 3: As special meeting of The Society may be called through a written request signed by twenty-five (25) members of The Society. Such a meeting must be for a specific designated purpose, which shall be outlined in the petition, to be presented to the Board of Directors at any of their regular meetings. Upon receipt of the petition the Board of Directors shall designate a place and time, as soon as is practical, for such a meeting. Notice of the meeting shall be mailed to all members of The Society at least ten (10) days prior to the meeting. The President of the Board of Directors of The Society shall preside.

Section 4: The Board of Directors of The Society, by majority vote, may also call a special meeting of The Society for a specific stated purpose, again, provided that notice of the meeting shall be mailed to all members of The Society at least ten (10) days prior to the meeting.

Section 5: The quorum for any meeting of The Society shall consist of the members present.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 : The governing body of The Society shall be a Board of Directors, hereafter referred to as The Board, comprised of eighteen (18) members of The Society. These members shall be elected for a term of three (3) years so that each six (6) members retire from The Board and a like number of members are elected to the Board by the membership. In order to achieve a Board of Directors of eighteen (18) members of The Society, the election of members to The Board after the adoption of these By-Laws shall have eight (8) members elected to The Board, six (6) for a period of three (3) years, one (1) for a term of two (2) years, and one (1) for a term of one (1) year. There shall be no limitation of consecutive terms a member may be elected to serve on The Board. Terms of members of The Board begin at the conclusion of the annual meeting of The Society at which they were elected and end at the conclusion of the annual meeting of The Society three (3) years later, with the exception of those limited terms mentioned previously.

Section 2: Vacancies of The Board shall be filled by majority vote of The Board. Members so elected shall serve to fill out the unexpired portion of the term of the vacated position.

Section 3: A member may run for a Board position by submitting their name to the Board at its September meeting of any year in which they wish to run for a Board position. A person who wishes to run for a Board position must submit an entire biography to the Board on or before October 1 in the year that they wish to run, in order to be included on the November ballot for a Board position. The biography must be submitted on a pre-approved form that will be posted on the Society website in a format that can be downloaded and printed. A member must complete the entire biography form. Any member who has complied with the requirements in this paragraph shall be included on the ballot for Board seats at the annual meeting in November, with no procedure for pre-approval allowed other than those specifically listed in this paragraph regarding submission of the candidate's name at the September Board meeting and completing and submitting the pre-approved biography form.

Section 4: Members of the Board shall attend all meetings of The Board and actively assist in conducting plans and business of The Society to achieve the purpose as stated in Article I. The office of any member of The Board may be declared vacant if that member should be absent without good reason from two (2) consecutive meetings of The Board or if a member of The Board should resign. If a member of The Board has to miss a meeting, they should contact another member of The Board or the St. Clair County Cooperative Extension Service 4-H office prior to the meeting.

ARTICLE V - OFFICERS

Section 1: The Board shall annually elect from its members, as soon as possible after the annual meeting of The Society, the following officers: President, Vice-President, Secretary and Treasurer. These officers constitute the executive committee of The Board. A member of The Society as defined under Article II, Section 4, shall act as chairperson until a President is elected.

Section 2: The Board may employ individual(s) of The Society, and/or contract with business(es) not owned by members of The Society, it deems necessary to fulfill the Society's purpose as stated in Article I.

Section 3: If an officer vacates his position on The Board, a replacement will be elected from The Board at the next meeting of The Board to fill out the unexpired portion of the officer's term.

Section 4: The executive committee shall act on behalf of The Board in the rare circumstances when it would not be feasible to convene The Board. Decisions on matters of substance shall be subject to review at the next meeting of The Board.

Section 5: All officers and committees not otherwise provided for, shall be chosen by The Board, at any meeting of the Board.

Section 6: The official duties of the officers shall be as follows:

President: Shall preside at all meetings of The Society, The Board and the executive committee; shall appoint committee chairpersons and members; and shall be a member of all committees, ex-officio without vote.

Vice-President: Shall perform such duties as are assigned by the President, including the performance of duties of the President in their absence.

Secretary : Shall keep a record of the proceedings of all meetings of The Society, the Board, and the executive committee; shall coordinate all correspondence of The Board including election ballots and announcements of meetings of The Society.

Treasurer: Shall report to The Board monthly on the financial status of The Society; receive all monies paid to The Society and disburse monies as approved by The Board.

Section 7: A member of the executive committee shall, as appropriate, sign all contracts and obligations authorized by The Board.

ARTICLE VI - BOARD MEETINGS

Section 1: Regular meetings of The Board shall be held on the second Monday of each month in the Community Building at St. Clair County Park, Goodells, Michigan. Special meetings of The Board may be held as needed. All meetings of The Board shall be open to the public.

Section 2: Eight (8) members of The Board must be present at any meeting of The Board to constitute quorum to transact the business of The Society.

Section 3: Order of business at meetings of The Board shall be as follows:

1. Call to Order	6. Audience Speaks
2. Pledges	7. Committee Reports
3. Roll call of The Board	8. Old Business
4. Secretary's Report	9. New Business
5. Treasurer's Report	10. Adjournment

ARTICLE _____ - FISCAL YEAR

The fiscal year of The Society shall be from November 1 through October 31 of the next calendar year.

ARTICLE VIII - PREMIUM BOOK

The Board shall annually publish a Premium Book listing the rules and regulations and premiums of The Fair. The Board may amend the book as needed, as long as the amendment complies with state

rules governing matching premium funds. Premiums earned at The Fair shall be paid to exhibitors, as soon as possible, after the conclusion of The Fair.

ARTICLE IX - AMENDMENTS AND RULES OF ORDER

Section 1: Revisions to Sections I and 2 of Article II, Section 3 of Article IV, and Article XII of these By-Laws shall not be made unless approved by the St. Clair County Circuit Court.

Section 2: Amendment to all By-Laws not specified in Section I of Article IX, above, can only be voted on at the annual meeting of The Society. Proposed amendments must be made available to all members, by either mailing copies of the proposed revised By-Laws to all members or public announcements of where a member may attain a copy of the proposed revised By-Laws at least thirty (30) days prior to the annual meeting of The Society. By-Laws must be on file with the Michigan Department of Agriculture and kept current with the appropriate state level departments.

Amendments must be approved by a two-thirds vote of the members by private ballot in person or by mail-in ballot received prior to the annual meeting of The Society. These rules are in accordance with Act 80, State of Michigan.

Section 3: The parliamentary authority for all matters of procedures not specified in the foregoing shall be Robert's Rules of Order.

ARTICLE X - DISSOLUTION

In the event of dissolution of The Society, ownership of all assets, real and personal, shall return to the funding source, if that is required, or be distributed by the Board to such organizations that have a similar purpose.

ARTICLE XI - INDEMNIFICATION

The Society shall indemnify' to the fullest extent authorized or permitted by the Michigan Non-Profit Corporation Act any person, and his or her estate and personal representative, who is made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) because such person is or was a director, officer or employee of the Corporation or serves or served any other enterprise at the request of the Corporation.

ARTICLE XII-WEBSITE INFORMATION

The Society shall maintain a website to provide and post printable and/or downloadable copies of The Society's Bylaws, Articles of Incorporation, minutes of the Board 's monthly public meetings, the preapproved membership form, and the Board biography form.

These bylaws were amended on the day _____ of, 2014, pursuant to St. Clair County Michigan
Circuit Court Case: Balon, Balon & Leone v St. Clair County Agricultural Society, et. al., Case No. 13-001842-
CZ.